

POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS AND INFORMATION FOR DISCLOSURE TO THE STOCK EXCHANGES

This policy for determination of materiality of events and information for disclosure to the stock exchanges (hereinafter referred to as 'the disclosure policy or this / the policy') is framed in terms of the Securities and Exchange Board of India (Listing obligations and disclosure requirements) regulations, 2015 (hereinafter referred to as the 'Regulation 2015').

- A. The following will be disclose to the stock exchanges any time after the decision is taken or approval is granted but no later than 30 minutes of the conclusion of the meeting of the board of directors of the company (hereinafter referred to as the 'Board'):
- i. Approval of financial results;
 - ii. Recommendation of dividend to the shareholders or declaration of interim dividend, including the date of payment of dividend recommended / declared;
 - iii. Decision of not to recommend dividend;
 - iv. Approval / recommendation to the shareholders of fund raising proposal through issue of securities or acceptance of deposits from the members /public;
 - v. Recommendation to the shareholders for issue of bonus share and related information;
 - vi. Approval / recommendation to the shareholders for buy back of securities;
 - vii. Approval of forfeiture of securities, reissue of forfeited securities or alteration of calls(s) on securities;
 - viii. Recommendation to the shareholders for alteration of share capital;
 - ix. Approval / recommendation to the shareholders for voluntary delisting of the company's securities from one or more stock exchange(s).
- B. The following events / information will be disclosed to the stock exchange as soon as possible but no later than 24 hours of the occurrence of the event / information:
- i. Approval of the board for acquisition, directly or indirectly, of control of a company, or entering into agreement for this purpose.



- ii. Acquiring or agreeing to acquire, directly or indirectly, shares / voting rights of a company, such that the shareholding / voting rights aggregate 5% or more of that company's total shareholding / voting rights.
- iii. Changes in shareholding in a company from the last disclosure made to the stock exchange under clause (ii) above, when such change exceeds 2% of that company's total shareholding / voting rights.
- iv. Recommendation by the board to the shareholders of a scheme of arrangement for amalgamation, merger, demerger or other such restructuring.
- v. Approval of the board / recommendation by the board to the shareholders for sale or disposal of a manufacturing unit / hotel / division of the company or sale or disposal of subsidiary of the company.
- vi. Issue of securities by way of rights, bonus shares or in any other manner, alteration of capital and sub-division or consolidation of shares.
- vii. Forfeiture of securities, re-issue of forfeited securities or alteration of call(s) on securities.
- viii. Redemption of securities of the company.
- ix. Buy Back of securities of the company.
- x. Recommendation by the board to the shareholders for alteration in the terms of securities of the company.
- xi. Imposition of restriction on transferability of securities of the company by any authority.
- xii. Change in director, key managerial personnel (KMP), statutory auditors and compliance officer appointed under the regulations 2015.
- xiii. Notices, call letters, resolutions and circulars sent to and advertisements issued for the information of all shareholders / creditors / debenture holders, or any class thereof.
- xiv. Brief details of general meeting held.
- xv. Recommendation by the board to the shareholders for amendment to Memorandum and Articles of Association of the company.
- xvi. Knowledge of fraud by KMP or by the company or arrest of KMP.
- xvii. Corporate debt restricting and pone time settlement with banks.



- xviii. Rating of securities of the company by a credit rating agency, including revision, if any.
- xix. Approval of the Board for appointment or discontinuation of share transfer agents.

The following events / information will be disclosed to the stock exchange as soon as possible but not later than 24 hours of the occurrence of the event / information, if the impact of such event / information on the company exceeds 10% of its gross turnover or 10% of its net worth, whichever is higher, such turnover / networth to be based on the latest audited annual financial statements of the company:

- i. Commencement or postponement in the date of commencement of commercial production or commercial operations of a manufacturing unit.
- ii. Change in the general character or nature of business of the company through strategic, technical, manufacturing or marketing tie-up with external party.
- iii. Adoption of new line of business or closure of operations of a manufacturing unit.
- iv. Capacity addition.
- v. Disruption of operations of a manufacturing unit of the company due to natural calamity (force majeure events) or events such as strikers, lockouts etc,
- vi. Change in regulatory framework impacting the business of the company.
- vii. Litigation / dispute / regulatory action against the company or its KMP.
- viii. Knowledge of fraud by directors or employees, other than KMP, of the company.
- ix. Recommendation by the board to the shareholder to a scheme for grant of stock options under the SEBI (share based employee benefits) regulations, 2014.
- x. Details of grant, vesting and exercise of stock options under the company's employee stock option scheme, where such grant vesting or exercise exceeds 1% of the paid-up share capital of the



company, based on the latest audited financial statements of the company.

- xi. Giving of guarantee indemnity or becoming a surety for a third party.

In case the materiality threshold indicated above cannot be applied to a particular event / information, the company will disclose such event / information:

- (1) When non disclosure of the event / information is likely to result in discontinuity or alteration of event / information already available in the public domain, or
- (2) It is expected that if the event /information subsequently comes in the public domain, it will impact the market price of the company's share to the extent of 10% or more, wholly attribute to such event / information, or
- (3) If the event / information is material in the opinion of the board.

